

CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND
REGISTERED OFFICE

Associates/Trans-National Leasing, Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

The present registered agent of the corporation is The Prentice-Hall Corporation System Inc., and the present registered office of the corporation is in the county of New Castle.

The Board of Directors of Associates/Trans-National Leasing, Inc. adopted the following resolution on the 31st day of August 2000.

Resolved, that the registered office of Associates/Trans-National Leasing, Inc. in the state of Delaware be and it hereby is changed to Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, and the authorization of the present registered agent of this corporation be and the same is hereby withdrawn, and THE CORPORATION TRUST COMPANY, shall be and is hereby constituted and appointed the registered agent of this corporation at the address of its registered office.

IN WITNESS WHEREOF, Associates/Trans-National Leasing, Inc. has caused this statement to be signed by Terri Atteberry, its Asst. Secretary this 6th day of September 2000.



Terri Atteberry
Assistant Secretary

(Title)